

**Proposed Resolution for Consideration by the
CollegeCounts 529 Board of Trustees at its meeting on November 5, 2014**

WHEREAS, the Board of Trustees (herein the "Board") are the trustees of the ACES Trust Fund created in Section 16-33C-10 of the Code of Alabama (1975), as amended (the "Act"); and

WHEREAS, the Board has engaged and relies upon Union Bank and Trust Company (herein "Union Bank") as its program manager and Pension Consulting Alliance, Inc. (herein "PCA") as its investment consultant; and,

WHEREAS, Union Bank has presented the form of, and the terms and conditions of, the Program Disclosure Statements, for each of the CollegeCounts 529 Fund Advisor Plan and CollegeCounts 529 Fund Direct Plan ("Program Disclosure Statements"), and Supplements for the Plans for the Board's review; and,

WHEREAS, the Board's legal counsel, Rushton Stakely, has reviewed the Program Disclosure Statements, and any comments have been incorporated thereto;

NOW, THEREFORE, BE IT RESOLVED, that, the Program Disclosure Statements and Supplements are hereby approved and authorized with such additions thereto and deletions therefrom as the Chairperson of the Board, following consultation with Union Bank and the Board's legal counsel, as needed, shall approve, including the insertion of the selected underlying fund information; and,

BE IT FURTHER RESOLVED, that the Board Chair is hereby authorized and empowered to take any and all such actions as are necessary or proper in order to effectuate the intent of these resolutions and implement the recommendations herein set forth.